

THRIVEN

THRIVEN GLOBAL BERHAD

(Registration No. 198901005042 (182350-H))
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting ("**37th AGM**") of Thriven Global Berhad will be held at LMP Events, Lumi Marketplace, Ground Floor, Unit PR-01, Lumi Tropicana, No. 2, Persiaran Tropicana, PJU 3, 4710 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 June 2026 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1 to the Agenda)*
- To re-elect Datuk Fakhri Yassin bin Mahiaddin, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election as Director. *(Ordinary Resolution 1)*
- To re-elect Dato' Low Keng Siong, who retires by rotation in accordance with Clause 88 of the Constitution of the Company and being eligible, offers himself for re-election as Director. *(Ordinary Resolution 2)*
- To approve the payment of Non-Executive Directors' fees and benefits up to an amount of RM230,500.00 for the period from 19 June 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027, to be paid monthly. *(Ordinary Resolution 3)*
(Please refer to Explanatory Note 4 to the Agenda)
- To re-appoint Messrs. Grant Thornton Malaysia PLT (201906003682 & LLP0022494-LCA) (AF 0737) as the Auditors of the Company, for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 4)*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions:

- Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")**
(Ordinary Resolution 5)
(Please refer to Explanatory Note 6 to the Agenda)

"**THAT** subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

(Ordinary Resolution 6)
(Please refer to Explanatory Note 7 to the Agenda)

- "**THAT** approval be and is hereby given to the Company and its subsidiaries ("**Thriven Group**") to enter into recurrent related party transactions from time to time with Thriven Group's related parties, which are necessary for the day-to-day operations as set out in Section 2.3.1 of the Circular to Shareholders dated 30 April 2026 subject to the following:
- the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
 - the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during the financial year will be disclosed in the Annual Report for the said financial year;

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
- the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- To transact any other business of which due notice shall have been given.

By Order of the Board

SEET WAN SING (BC/S/1491 / SSM PC No. 202008000746)
QUECK WAI FONG (MAICSA 7023051 / SSM PC No. 202208000287)
Company Secretaries

Selangor Darul Ehsan
30 April 2026

NOTES:

- A member of the Company who is entitled to attend and vote at a general meeting of the Company, may appoint more than one (1) proxy (pursuant to clause 82 of the Constitution) to attend and vote at the same meeting.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member to speak at the meeting.

- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer duly authorised.
- The instrument appointing a proxy must be deposited with Boardroom Share Registrar Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- Only members whose names appear in the Record of Depositors as at 12 June 2026 shall be entitled to attend, speak and vote at this meeting.
- Drinks and light refreshments will be provided. No door gift will be provided by the Company.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") all resolutions set out in the Notice of 37th AGM will be put to vote by poll. Independent Scrutineers will be appointed to observe the polling and verify the poll results.

Explanatory Notes to the Agenda:

Item 1 of the Agenda

This item of the Agenda is meant for discussion only as the provision of Section 340(1) (a) of the Companies Act 2016 ("the Act") does not require formal approval from the shareholders for the Audited Financial Statements. Hence, this item is not put forth for voting.

Items 2 and 3 of the Agenda

Clause 88 of the Constitution provides that at the first AGM of the Company all the Directors shall retire from office, and at the AGM in every subsequent year, one-third (1/3) of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office and an election of directors shall take place each year. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Datuk Fakhri Yassin bin Mahiaddin and Dato' Low Keng Siong, who retire pursuant to Clause 88 of the Constitution of the Company, being eligible, have offered themselves for re-election.

The profiles of the Directors who are standing for re-election as per items 2 and 3 of the Agenda (collectively referred to as "Retiring Directors") are set out in the Profile of Board of Directors of the Annual Report 2025.

For the purpose of determining the eligibility of the Retiring Directors standing for re-election at the 37th AGM, the Nomination And Remuneration Committee ("NRC") had assessed the skills, experience, character, integrity, competency, commitment and contribution of the Retiring Directors and had recommended for the Retiring Directors to be re-elected based on the following justifications:

- the performance and contribution of the Retiring Directors were found to be satisfactory and they are competent and able to discharge their duties and responsibilities as Directors of the Company; and
- met the fit and proper criteria as set out in the Directors' Fit and Proper Policy.

Based on the above, the Board endorsed the recommendation of the NRC to seek shareholders' approval for the re-election of the Retiring Directors.

Item 4 of the Agenda

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to an amount of RM230,500.00 for the period from 19 June 2026 until the conclusion of the next AGM of the Company to be held in 2027, to be paid monthly.

There is no revision to the proposed Directors' fees and benefits payable to the Non-Executive Directors from the 36th AGM to 37th AGM of the Company. In determining the total estimated amount of the Directors' benefits, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings. Details of the Directors' fees and benefits are available in our Corporate Governance Report 2025.

The estimated amount payable is based on the assumption that the Company maintains its existing Board composition. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional benefits to meet the shortfall.

The proposed payment of benefits comprises meeting and training allowances payable to the Chairman and members of the Board and Board Committees.

Item 6 of the Agenda

The proposed Ordinary Resolution 6 is to empower the Directors to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the total issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. As at the date of the Notice, the Company did not issue any shares pursuant to the mandate obtained at the 36th AGM held on 17 June 2025.

The waiver of pre-emption rights pursuant to Section 85 of the Act. By voting in favour of Resolution 6, the shareholders of the Company would be waiving their pre-emption rights. Resolution 6 if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

Item 7 of the Agenda

The proposed Ordinary Resolution 7, if passed, will allow the Group to enter into the recurrent related party transaction of a revenue or trading nature ("RRPT") under the Proposed Shareholders' Mandate pursuant to the provisions of the MMLR and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This will significantly reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities. The Proposed Shareholders' Mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 30 April 2026, which is available on the Company website at www.thriven.com.my.